

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**MISSOURI PARALEGAL ASSOCIATION**

Effective April 11, 2015

ARTICLE I

OFFICES

1.1 Principal Office. The principal office of the Missouri Paralegal Association (the “Association”) shall be located in Missouri. The Association may have other offices at such place or places, within or without the State of Missouri, as the Board of Directors (the “Board”) may determine from time to time or as the affairs of the Association may require or make desirable.

1.2 Registered Office and Registered Agent. The Association shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in Missouri shall be such as are stated in the Articles of Incorporation and as may be changed and determined from time to time by the Board pursuant to the applicable provisions of law.

ARTICLE II

*(may be amended only by Voting Members) \**

DEFINITIONS AND PURPOSES

2.1 A Paralegal, qualified through education, training or work experience, is employed or retained by an attorney, law office, government agency, corporation, or other entity to perform substantive and procedural legal work under the ultimate direction and supervision of an attorney or as authorized by administrative, statutory, or court authority

2.2 Paralegal Experience shall mean the performance of substantive legal work, non-clerical or non-administrative in nature that, absent a paralegal, an attorney would perform.

2.3 The Association shall be a non-stock, nonprofit corporation which shall engage in any lawful act or activity for which nonprofit corporations may be organized under the state of Missouri Nonprofit Corporation Act (the “Act”). It shall be organized and operated exclusively for such purposes within the meaning of Section 501(c)(6) of the Internal revenue Code of 1986, as amended. The association shall be a mutual benefit corporation pursuant to Section 355.881 of the Act.

2.4 The purpose of the Association shall be to serve Paralegals and to advance the Paralegal profession by the following means:

- (a) Develop and advance the highest quality standards for education, ethical responsibility and professionalism;
- (b) Serve as a unified voice for Missouri Paralegals.
- (c) Promote the independence and self-direction of the Paralegal profession;
- (d) Monitor, support and participate in changes and developments in the Paralegal profession on local, state, national, and international levels;
- (e) Increase the knowledge of the public, the judiciary, and the legal community regarding the Paralegal profession; and,
- (f) Advance, foster and promote the Paralegal profession.

To develop the means identified in the Association’s mission statement, the Association may cooperate with The Missouri Bar Association, The American Bar Association (ABA), and any other organization to draft, sponsor, or comment on legislation, court rules or case law involving or in any way affecting the Paralegal profession.

To carry out and fulfill the purposes enumerated above, the Association shall have the power to own, hold, use, lease and otherwise deal in and dispose of real or personal property, or any interest therein, situated in or out of the State of Missouri and shall have the power and authority to further said purposes of the Association as enumerated in Section 355.131 of the Act and in the Articles of Incorporation or the Bylaws of the Association .

### ARTICLE III

*(may be amended only by Voting Members)\**

#### MEMBERSHIP

3.1 Categories of Members. There shall be four categories of membership consisting of Voting Members as defined in Article 3.3 below, Associate Members as defined in Article 3.5 below, Affiliate Members as defined in Article 3.7 below, and Sustaining Members as defined in Article 3.8 below. All membership categories are subject to approval by the Membership Committee and payment of annual dues. Assuming all other criteria are met, Paralegal employment at the time of membership renewal shall determine voting status. A Voting Member who is not employed as a Paralegal at the time of renewal may review in an associate status, with the option to return to voting status upon securing Paralegal employment.

3.2 General Membership Requirements. All Voting Members, Associate Members, and Affiliate Members of the Association, regardless of type of membership, shall:

- (a) Be eligible to vote in State and Federal elections or be a permanent resident of the United States;

(b) Not have been disbarred from any state bar association; and,

(c) Live or work in the State of Missouri, or perform work for and be supervised by an attorney licensed in the State of Missouri.

3.3 Voting Membership. A Voting Member of the Association shall be employed as a Paralegal (as defined in Article 2.1 above) and meet one of the following criteria:

- (a) Baccalaureate degree in or with an emphasis in Paralegal studies; or
- (b) Baccalaureate degree in any field PLUS a Paralegal certificate obtained from a school accredited or approved by the ABA or approved by the Association; or
- (c) Associate degree in any field PLUS a Paralegal certificate obtained from a school accredited or approved by the ABA or approved by the Association, PLUS one year of Paralegal Experience (as defined in Article 2.2 above); or
- (d) Paralegal certificate obtained from a school accredited or approved by the ABA or approved by the Association, PLUS one year of Paralegal Experience (as defined in Article 2.2 above); or
- (e) Three years of consecutive Paralegal experience with no formal paralegal education (as defined in Article 2.2 above). Persons admitted under this provision shall be entitled to renew their voting membership indefinitely provided all other membership requirements are met.

3.4 Renewal of Membership.

- (a) The date for renewal of any membership shall be January 1 of each year. If a member joins the association mid-year, the full amount of yearly dues is still payable.
- (b) To retain status as a Voting Member, Paralegals shall obtain six hours of continuing legal education (CLE) each year. CLE shall be approved by the Association and may include, but not be limited to, in-house presentations, local association seminars or other training.

3.5 Associate Membership. The Association may accept as Associate Members, Voting Members who are not employed as Paralegals at the time of their renewal, or Paralegals who are not eligible for voting status. Paralegal students and newly graduated Paralegals with less than one year of Paralegal work experience shall also be Associate Members. Students must be enrolled in a bachelor's or associate's degree program with an emphasis in Paralegal Studies or a Paralegal certificate program – all approved by the ABA or the association.

3.6 Affiliate Membership: Any person interested in supporting the Association and who qualifies under Article 3.2 of the General Membership Requirements may become an Affiliate Member upon the payment of Annual Dues.

3.8 Sustaining Membership: Any partnership, corporation, LLC or other entity interested in supporting the Association may become a Sustaining Member upon the payment of Annual Dues.

3.9 Additional Categories of Membership. The Association May create one or more additional categories of membership. Members of any additional category so created shall have no voting privileges

3.10 Dues. The initial annual dues shall be set by the Board. Thereafter, annual dues may be increased up to ten percent (10%) annually by an action of a majority of the Board. The effective date of the increase shall be at the discretion of the Board. Any increase in excess of ten percent (10%) annually shall be submitted to a vote by the members.

- (a) Annual dues of members of the Association shall be paid by the members directly to the Association, due and payable at the time of renewal of membership.
- (b) During the period of the initial year through year five, local associations, represented by a director from the said local association, shall also pay dues to the Association.
- (c) Beginning with year six, local associations shall no longer be required to pay annual dues to the Association.

## ARTICLE IV

### MEETING OF MEMBERS

4.1 Annual Meetings. The annual meeting of the members shall be held on a yearly basis, at a time, date and place to be determined by the Board, for the purpose of the installation of the Directors for the upcoming year and for the transaction of such other business as may come before the members.

4.2 Special Meetings. Special meetings of the members may be called by or at the request of the Chairperson, the President, the majority of the Board of Directors or at least one-half (1/2) of all of the Voting Members of the Association. Such meetings shall be held on such date and on such place as may be designated in the notice as provided under Article 4.3.

4.3 Notice of Meetings. Notice of the time, date and place of all meetings of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by or on behalf of the Chairperson, the President, the Board of Directors or the members calling for the meeting, either by mail, email or facsimile, and shall be given or delivered not less than fifteen (15) nor more than forty-five (45) days before the date of the meeting. Neither the business to be transacted at nor the purpose of any annual meeting need be specified in the written notice of such meeting, with the exception that if the purpose shall include voting on an amendment(s) of the Bylaws, such purpose shall be included in the notice.

4.4 Procedure of Notice. Whenever notice is required to be given to any member of the Association, such notice shall be deemed to have been delivered utilizing the member's last known contact information including written notice, facsimile or email address.

4.5 Quorum. Voting Members holding one-fourth (1/4) of the votes entitled to vote at a meeting, represented in person or by proxy, shall constitute a quorum at any meeting of the members.

4.6 Proxies. At all meetings of members, a member may vote by proxy executed in writing by said member or by said member's duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at any matter voted upon by the Voting Members unless otherwise provided by law or these Bylaws. Where Directors of the Board are to be elected, the election may be conducted either by mail, facsimile or via email as directed from time to time by the Board of Directors.

## ARTICLE V

*(may be amended only by Voting Members)*

### DISTRICTS

5.1 Division and Boundaries The State of Missouri shall be divided into three districts to be identified as follows:

- (a) Northern District
- (b) Southern District
- (c) Eastern District

The boundaries of each district shall be as reflected on *Exhibit A* attached to these Bylaws.

5.2 Determination of District Membership.

- (a) Determination of district membership for Voting members shall be based upon the business address of the Voting member.

A Voting Member working outside of the State of Missouri shall be considered members of the district in which said member resides. If said member becomes employed as a Paralegal within the State of Missouri, membership shall be based upon the new business address of said member at the time of renewal.

- (b) Members not currently employed as a Paralegal shall be considered members of the district in which said member resides. If said member becomes employed as a Paralegal within the State of Missouri, membership shall be based upon said member's new business address at the time of renewal.
- (c) Determination of district membership for student members shall be based upon the school address of the student member.

ARTICLE VI  
BOARD OF DIRECTORS

6.1 Responsibility and Authority of the Board

*(6.1 may be amended only by Voting Members)*

- (a) It shall be the responsibility of the Board to establish policy and further the advancement of the Association's mission statement, purposes and goals.
- (b) The supreme authority, government and management of the Association shall be vested in the Board. All of the powers, duties, and functions of the Association as conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board.
- (c) The Board shall have supervision, control and direction over the management, affairs and property of the Association; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Association as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive committee and/or chief executive officer/president. Under no circumstances, however, shall any actions be taken which are inconsistent with law, the Articles of Incorporation, and these Bylaws. The fundamental purposes of the Association, as experienced in the Articles of Incorporation and these Bylaws, shall not be amended or changed except in accordance with the applicable provisions of the Act.
- (d) The Board shall not permit any part of the net earnings or capital of the Association to inure to the benefit of any member, director, officer or other private person or individual. Provided, however, any director, officer, or other private person shall be entitled to reasonable compensation for services rendered to the Association with the exception of serving in the capacity of director as set out in Section 6.11 herein.
- (e) The Board may appoint persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Association.
- (f) The Board is authorized to employ such person or persons, including a chief executive officer, attorneys, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Association, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

6.2 Composition of Board (6.2 may be amended only by Voting Members) *Ne- mere*

- (a) A district with 1-100 members: Three directors. **Effective with the 2005 election, one additional director (a total of four).**
- (b) A district with 101-200 members: One additional director the first year the district has 101-200 members (a total of **five**). a second additional
- (c) A district with 201-400 **or more** members: One additional director (a total of six).
- (d) A nonvoting attorney and a nonvoting general public member as defined in Section 6.5 below.
- (e) During the period of the initial year through year five, each member local association shall select a representative to serve on the MPA Board. After year five, such representation shall cease.

6.3 Chairperson and Secretary. The Board shall appoint a chairperson from its members to serve each current term. The chairperson shall act as the liaison with other professional associations. The chairperson shall not serve a concurrent term as an officer of the Executive Committee. A secretary shall be appointed to take minutes for each meeting. The chairperson shall be an ex-officio member of all committees, with the exception of the Disciplinary Committee.

6.4 Terms of Office. (6.4 may be amended only by Voting Members)

- (a) Directors shall serve for a period of two years or until their successors are elected and qualified. A director may be elected to one successive term. In no event shall a director, either elected or appointed, serve for more than five successive years without at least a one year break in service.
- (b) During the period of the initial year through year five, directors shall serve terms reflected on *Exhibit. B* attached to these Bylaws.
- (c) The nonvoting attorney member shall serve for a period of one year or until said members' successor is appointed and qualified. Said member shall not serve more than three consecutive years.
- (d) The nonvoting general public member shall serve for a period of one year or until said member's successor is appointed and qualified. Said member shall not serve for more than three consecutive years.

6.5 Qualifications for Serving on the Board.

- (a) Voting directors shall be voting members of the Association.
- (b) The nonvoting members of the Board shall be appointed by the voting members of the Board. The Membership Committee shall develop lists and

request resumes and credentials from prospective attorneys and general public members. The Membership Committee shall submit its recommendations for six applicants (three for each position) to the Board. The voting members of the Board shall appoint one individual and one alternate for each position.

(c) The nonvoting attorney member shall:

1. Be a citizen of the United States;
2. Be a registered voter;
3. Be interested in the Paralegal profession;
4. Be currently supervising a Paralegal;
5. Have working knowledge of the use of Paralegal Services;
6. Not be the spouse of a Paralegal; and
7. Be a member in good standing of The Missouri Bar.

(d) A nonvoting general public member shall:

1. Be a citizen of the United States;
2. Be a registered voter;
3. Not now and never have been affiliated with the legal profession;
4. Be over 21 years of age; and,
5. Have no felony convictions.

## 6.6 Elections.

(a) Initial Board.

1. After the filing of the Articles of Incorporation , an organizational meeting of the Association shall be held by the incorporators at a time and place to be determined.
2. Each incorporator shall have one vote on the election of each member of the initial Board.
3. One director shall be elected from each district of the Association by the incorporators.
4. Three directors shall be elected from each district of the Association by the incorporators.
5. A nonvoting attorney shall be elected to the initial Board by the incorporators.
6. A nonvoting general public member shall be elected to the initial Board by the incorporators.
7. Prior to the organizational meeting, each local association shall have the opportunity to submit names and credentials for the positions of nonvoting members of the Board.



8. It shall be the responsibility of the local association submitting a candidate for a nonvoting position on the Board to determine prior to the organizational meeting the eligibility and willingness of the candidate to serve.
9. The initial Board shall serve the first election of the Association.

(b) Elections After the Initial Year.

1. Elections shall be held by mail or email ballot pursuant to the *Procedures Manual of the Association*.
2. Directors from each of the local associations during the period beginning with the first election of the Association to the end of year five shall be elected by each local Association , to serve such term as set out on *Exhibit B* attached hereto.
3. In accordance with 6.2(f) above, beginning with year six, no new directors from local associations shall be elected to serve on the Board.

6.7 Resignations. Any director may resign at any time by giving written notice to the Board or to the chairperson. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance thereof as determined by the Board or the chairperson.

6.8 Removal. A director may be removed only for cause as determined by the Disciplinary Committee. Cause shall include, but not limited to: fraud, misrepresentation, breach of fiduciary duty, conviction of a felony criminal action, conviction of the Unauthorized Practice of Law, violation of the MPA Code of Ethics, or a showing of substantial disinterest in the activities of MPA or the Board. The procedure for such removal, and any appeals thereof, shall be as set out in the *Procedures Manual of the Association*.

6.9 Vacancies.

- (a) Upon the death, resignation or removal of a director, the said director's successor, who shall be a member of the same district as that of the deceased, resigning or removed director, may be appointed by the Board to serve out the unexpired term of the said director.
- (b) Such appointment may be made at any meeting of the Board by the affirmative vote of a majority of the Board, if proper notice has been given.

6.10 Committees of the Board. The Board may designate from among MPA members one or more ad hoc committees and shall appoint the chairpersons thereof.

6.11 Compensation. No director of the Association shall receive, directly or indirectly, any salary or compensation in said director's capacity as a director.

ARTICLE VII

## MEETINGS OF THE BOARD OF DIRECTORS

### 7.1 Initial Meeting of the Board of Directors.

- (a) The initial meeting of the Board shall be held immediately following the organizational meeting of the Association or at the time and place to be determined.
- (b) The board shall appoint from among its members the initial officers to serve on the Executive Committee. The eligibility requirements imposed upon the President by Article 8.4(c) shall be suspended for the initial year and the second year of the Association. The eligibility requirements imposed upon the President-Elect by Article 8.4(d) shall be suspended for the initial year of the Association.

7.2 Annual Meetings. The annual meeting of the Board shall be held in conjunction with the annual membership meeting. The purpose of such annual meeting of the Board shall be for the election of officers to serve on the Executive Committee and for the transaction of such other business as may come before the Board.

7.3 Regular Meetings. Regular meetings of the Board may be held from time to time between annual meetings as the Board may prescribe either by resolution or unanimous written consent. Such meetings shall be held in such date and in such place as may be designated in the notice.

7.4 Special Meetings. Special meetings of the Board may be called by or at the request of the chairperson of the Board, or the President of the Executive Committee, or by any two directors in office at the time. Such meetings shall be held on such date and in such place as may be designated in the notice or waiver or notice.

7.5 Notice of Meetings. Notice of the time and place of all meetings of the Board shall be given by or on behalf of the Chairperson, wither personally or by telephone, mail, electronic mail (E-mail) or facsimile, and shall be given or delivered not less than ten nor more than sixty days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any annual or regular meeting of the Board need be specified in the written notice or wavier of notice of such meeting. The written notice of special meetings shall set out the purpose of such meeting.

7.6 Procedure for Notice. Whenever notice is required to be given to any member of the Board, such notice shall be deemed to have been delivered by or on behalf of the Chairperson when conveyed either personally or by telephone by a current member of the Board, or at the time a written notice is wither deposited in the United States mail in a sealed envelope, postage thereon prepaid, or a facsimile or E-mail is successfully transmitted to the said member at the last known address or facsimile number as reflected in the records of the Association.

7.7 Waiver of Notice. A written waiver of notice signed by any member of the Board entitled to notice, either before or after the meeting to which the waiver pertains, shall be deemed equivalent to the required notice. Attendance by a member of the Board at a meeting shall constitute waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

7.8 Quorum. At meetings of the Board, a majority of directors then in office shall be necessary to constitute a quorum for the transaction of business.

7.9 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board.

7.10 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by unanimous written consent of the directors. Said consent may be signed in counterpart and shall have the same force and effect as a unanimous vote at a meeting duly called and shall be placed in the minute book of the Association.

7.11 Attended by Telephone. One or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other, and such participation shall constitute personal presence.

7.12 Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. If the meeting is adjourned for more than twenty-four hours, notice of adjournment to another time or place shall be given to the members of the Board who were not present at the time adjournment. At any such reconvened meeting, provided a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## ARTICLE VIII

### EXECUTIVE COMMITTEE

8.1 Responsibility and Authority. The Executive Committee shall report to the Board and shall assume such duties as are assigned by the Board, as well as run the daily operations of the Association as defined in the *Procedures Manual of the Association*. Any authorized action taken by the Executive Committee shall be as effective as if it had been taken by the full Board. The President of the Executive Committee has been an ex-officio member of all other committees with the exception of the Disciplinary Committee.

8.2 Officers. The members of the Executive Committee shall be appointed by the Board from the Board and shall consist of a President, First Vice President, Second Vice President, President-Elect, Secretary and Treasurer.

#### 8.3 Duties and Responsibilities of the Officers.

- (a) President. The President shall preside over all Executive Committee meetings; attend committee meetings (with exception of the Disciplinary Committee); and stay informed about all officers' and committee activities. The President, in general, shall perform all duties incident to the office of President, shall act as a mentor for the President-Elect and such other duties as may be prescribed by the Executive Committee and Board from time to

time. The President shall be precluded from chairing any standing committees. The President shall abstain from voting except when necessary to break a tie vote.

- (b) President-Elect. The President-Elect shall be “in-training” and, as such, shall learn the duties of the President and shall assist the President in all matters as directed by the President or the Executive Committee. The President-Elect shall attend a majority of the Board meetings and committee meetings (with the exception of the Disciplinary Committee); become familiar with the operation of the Association; and learn and understand the duties and responsibilities of all committees. The President-Elect shall act as the Board liaison to all committees (with the exception of the Disciplinary Committee) and shall co-chair the Membership Committee. The President-Elect shall automatically at the next election of officers become President of the Executive Board.
- (c) First Vice President. In the absence of the President, or in the event of the President’s inability or refusal to act, the First Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the office of President. The First Vice President shall perform such other duties as from time to time may be assigned to the First Vice President by the President, Executive Committee or by the Board. In addition, the First Vice President shall chair the Professional Standards and Ethics Committee.
- (d) Second Vice President. In the absence of the President and Vice President, or in the event of the President’s and First Vice President’s inability or refusal to act, the Second Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the office of President. The Second Vice President shall perform such other duties as from time to time may be assigned to the Second Vice President by the President, Executive Committee or by the Board. In addition, the Second Vice President shall chair the Programs and Professional Development Committee.
- (e) Secretary. The Secretary shall keep the minutes of the Executive Committee and the general membership meetings; be custodian of the records of the Association; see that all notices are duly given in accordance with the provisions of the Bylaws and in general perform such other duties incidental to the office of the Secretary and such other duties as from time to time may be assigned by the President, Executive Committee, or by the Board.
- (f) Treasurer. If required by the Board, the Treasurer shall give bond for the faithful discharge of said Treasurer’s duties in such and with such sureties as the Board shall determine. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in

accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President, Executive Committee or by the Board. In addition, the Treasurer shall chair the Budget and Finance Committee.

#### 8.4 Terms of Office.

- (a) An officer shall serve for a period of one year or until said officer's successor is appointed and qualified.
- (b) There shall be no limitation on successive terms of office with the exception of the President and President-Elect, each of whom shall be limited to a one-year term.
- (c) The President shall have served on the Executive Committee for a minimum of two years (not necessarily consecutively) before becoming eligible to be appointed President, except as set forth in Article 7.1(b).
- (d) The President-Elect shall have served on the Executive Committee for a minimum of one year before becoming eligible to be appointed as President-Elect, except as set forth in Article 7.1(b).

8.5 Resignations. Any officer may resign at any time by giving written notice to the Executive Committee or to the President. In the event that the officer resigning is the President of the Executive Committee, such written notice shall be given to the Chairperson of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance thereof as determined by the Executive Committee, President or Chairperson of the Board.

8.6 Removal. Any officer may be removed by the Board with or without cause whenever in its judgment the best interests of the Association will be served thereby upon an affirmative vote of 2/3 of the Board, if proper notice has been given. Cause shall include, but not limited to: fraud, misrepresentation, breach of fiduciary duty, conviction of a felony criminal action, conviction of the Unauthorized Practice of Law, violation of the MPA Code of Ethics, or a showing of substantial disinterest in the activities of MPA or the Board.

#### 8.7 Vacancies.

- (a) Upon the death, resignation or removal of an officer, the said officer's successor shall be appointed by the Board to serve out the unexpired term of the said officer.
- (b) Such appointment may be made at any meeting of the Board by the affirmative vote of a majority of the Board, if proper notice has been given.

8.8 Compensation. No officer, with the exception of the chief executive officer, if any, shall receive, directly or indirectly, any salary or compensation in said officer's capacity as an officer.

8.9 Other Agents. The Executive Committee may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall serve at the pleasure of the Executive

Committee, and shall have authority and perform such duties, and shall receive such reasonable compensation, if any, as the Executive Committee may, from time to time, determine.

## ARTICLE IX

### MEETINGS OF THE EXECUTIVE COMMITTEE

9.1 Initial Meeting of the Executive Committee. The initial meeting of the Executive Committee shall be held immediately following the initial meeting of the Board or at a time and place to be determined.

9.2 Regular Meetings. Regular meetings of the Executive Committee may be held at such time and place as the Executive Committee may prescribe from time to time.

9.3 Special Meetings. Special meetings for the Executive Committee may be called by or at the request of the Board or by any member of the Executive Committee.

9.4 Notice of Meetings. Notice of any meeting of the Executive Committee shall be given by any member of the Executive Committee at least one hundred twenty (120) hours previous thereto by written notice, E-mail, facsimile machine or telecopier, telephone, telegram, or in person. Neither the business to be transacted at, nor the purpose of, a regular meeting of the Executive Committee need be specified in the written notice or waiver of notice of such meeting. The written notice of special meetings shall set out the purpose of such meeting.

9.5 Waiver of Notice. A written waiver signed by the person entitled to notice, wither before or after the meeting to which the waiver pertains, shall be deemed equivalent to the required notice. Attendance by a member at any meeting of the Executive Committee shall constitute waiver of notice of such meeting, except where attendance at the meeting is for the express purpose of objecting to the transaction of any business because such meeting was not lawfully called.

9.6 Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee; provided, however, that if fewer than a majority of the members of the Executive Committee are present, a majority of the members present may adjourn the meeting from time to time without further notice.

9.7 Manner of Acting. The act of the majority of the members of the Executive Committee present, provided a quorum is present, shall be the act of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, which shall at all reasonable times be open for inspection by the Board.

## ARTICLE X

### STANDING COMMITTEES

10.1 Budget and Finance. Responsible for analyzing financial information, providing quarterly financial reports to the Board, making recommendations for budget amendments and preparing the annual budget. This committee shall be chaired by the Treasurer.

10.2 Ways and Means. Responsible for innovative ideas when the Association is in need of capital for expenditures; for reviewing proposed Bylaw amendments and making recommendations to the Board. The directors shall appoint the chairperson of this committee.

10.3 Membership. Responsible for determining criteria and qualifications for membership and approving membership applications; for making recommendations to the Board for nominations for Broad members and officers. This committee shall be co-chaired by the President-Elect and a co-chair appointed by the Board.

10.4 Professional Standards and Ethics. Responsible for studying and making recommendations to the Board with respect to schools offering Paralegal education and training programs, voluntary certification or licensing of Paralegals, and assisting in projects for enhancing the professional development of Paralegals. Responsible for creating, promoting and interpreting the Association's Code of Ethics and Professional Responsibility, and providing education on ethical issues. This committee shall be chaired by the First Vice President.

10.5 Programs and Professional Development. Responsible for planning the Annual Meeting of the general membership and continuing education seminars. Responsible for monitoring legislation introduced in the legislature and providing to the membership information regarding the legislation and for reviewing and submitting articles for publication in the Association's newsletter and other legal publications as the opportunity arises. Responsible for developing methods and programs to inform the legal profession and the public about the Paralegal profession. This committee shall be chaired by the Second Vice President.

10.6 Elections. Responsible for elections pursuant to the *Procedures Manual of the Association*. The directors shall appoint the chairperson of this committee.

10.7 Disciplinary. Responsible for processing all complaints (whether against a director, officer, or member) pursuant to the *Procedures Manual of the Association*. Decisions adverse to a director, officer, or member may be appealed by that person to the Board. The Disciplinary Committee shall have authority and discretion independent of the Board. No director shall be a member of the Disciplinary Committee. The Directors shall appoint the chairperson of this committee.

10.8 Public Relations and Association Publications. Responsible for creating and maintaining mailing lists of state and local publications, including assembling and editing any and all material released by the Association for publication. This committee shall also be responsible for dissemination of said material. The directors shall appoint the chairperson of this committee.

## ARTICLE Xa

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

11.1 Contracts. The Board may authorize any one or more directors, officers, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and in behalf of the Association. Such authority shall be in writing, prior to any action taken, and may be general or confined to specific instances.

11.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by any two authorized officers of the Association and in such other manner as may from time to time be determined by these Bylaws or by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Association.

11.3 Deposits. All funds of the Association shall be deposited within a reasonable time to the credit of the Association in such federally insured banks, trust companies, or other depositories as the Board may select.

11.4 Investments. Upon the approval of two-thirds majority of the entire Board, the Board may prudently choose to invest corporate funds in short or long term depositories or other investments for the purpose of obtaining a more desirable rate of return on corporate funds that are determined to exist above the normal operating budget demands.

11.5 Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## ARTICLE XII INDEMNIFICATION AND INSURANCE

12.1 Indemnification. Indemnification of officers and directors shall be as provided for under Section 537.117 of the Revised Statutes of Missouri, as amended.

12.2 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee or agent of another joint venture, trust or other enterprise.

## ARTICLE )( III

### MISCELLANOUS

13.1 Books and Records. The Association shall keep correct and complete books, records of account, and minutes of the proceedings of its Board and any committees authorized by the Board.

13.2 Fiscal Year. The fiscal year of the Association shall be the calendar year; however, the Board is authorized to change the fiscal year of the Association as it deems appropriate.

13.3 Corporate Seal. The Association may adopt a corporate seal. Said seal shall have inscribed around its circumference "Missouri Paralegal Association," "Corporate Seal," and "Missouri." The corporate seal may be affixed by impression or may be a facsimile or reproduced in any manner.

13.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as amended, and to all regulations issued under such sections and provisions.



13.5 Construction. Whenever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.6 Headings. The headings are for organization, convenience, and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written materials.

13.7 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

13.8 Parliamentary Authority. The rules contained in the most recent version of *Robert's Rules of Order* shall govern meetings of the Association in all cases where they are applicable and in which they do not conflict with these Bylaws.

#### ARTICLE KW

*(may be amended only by Voting Members)*

#### AMENDMENTS

The Board shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws, at any annual or special meeting of the Board called for that purpose, except that Articles II, III, V, VI (only sections 6.1, 6.2 and 6.4) and XIV shall only be amended by the Voting Members of the Association. Such amendments shall be voted upon at any annual meeting or a special meeting called for that purpose and shall require a two-thirds (2/3), majority of the Voting Members present at the meeting on person or by proxy.

#### ARTICLE XV TAX EXEMPT STATUS

The affairs of the Association at all times shall be conducted in such manner as to assure its status as an organization exempt from federal income taxation under Section 501(c) (6) of the Internal revenue Code, as amended.

#### ARTICLE )( VI

#### DISSOLUTION

Upon dissolution or final liquidation, the Board shall, after paying or making provision for the payment of all lawful debts and liabilities of the Association, distribute all assets of the Association to one or more regularly organized and qualified charitable, educational, or scientific organizations as shall at the time qualify as exempt from taxation under Section 501(c)(6) of the Internal Revenue Code, as amended, to be selected by the Board as more fully specified in the Articles of Incorporation of the Association.

I hereby certify that the foregoing Bylaws are the current rules of operation as adopted by the Board.

DATED: April 11, 2015

---

Acting Secretary

*\*Explanatory remarks are in Italics and are not part of the Bylaws.*